
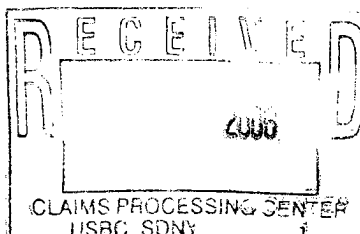
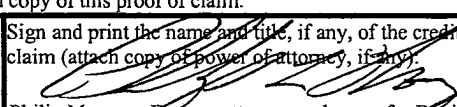


UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK		PROOF OF CLAIM
Name of Debtor Delphi Corporation	Case Number 05-44481	 Received AUG 05 2006 Kurtzman Carson <small>THIS SPACE IS FOR COURT USE ONLY</small>
<small>NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.</small>		
Name of Creditor (The person or other entity to whom the debtor owes money or property): David Wohleen	<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input checked="" type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input checked="" type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.	
Name and Address Where Notices Should be Sent: c/o Philip Mowery, Esq. Vedder, Price, Kaufman & Kammholz, P.C. 222 North LaSalle Street, Suite 2600 Chicago, Illinois 60601 Telephone number: 312-609-7500		
Account or other number by which creditor identifies debtor:	Check here if this claim if this claim <input type="checkbox"/> replaces a previously filed claim, dated <input type="checkbox"/> amends	
1. Basis For Claim <div style="display: flex; justify-content: space-between;"><div style="width: 45%;"><input type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input checked="" type="checkbox"/> Other <u>See addendum</u></div><div style="width: 50%;"><input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (Fill out below) Last four digits of SS#: _____ Unpaid compensation for services performed _____ from _____ to _____ (date) (date)</div></div>		
2. Date debt was incurred: Various dates	3. If court judgment, date obtained:	
4. Total Amount of Claim at Time Case Filed: \$ <u>(see addendum)</u> + _____ + _____ = <u>(see addendum)</u> (unsecured) (secured) (priority) (Total) If all or part of your claim is secured or entitled to priority, also complete Item 5 or 7 below. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.		
5. Secured Claim. <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of collateral: \$ _____ Amount of arrearage and other charges at time case filed included in secured claim above, if any: \$ _____	7. Unsecured Priority Claim <input type="checkbox"/> Check this box if you have an unsecured priority claim Amount entitled to priority \$ _____ Specify the priority of the claim: <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,000), *earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier – 11 U.S.C. § 507(a)(3) <input type="checkbox"/> Contributions to an employee benefit plan – 11 U.S.C. § 507(a)(4) <input type="checkbox"/> Up to \$2,225* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use – 11 U.S.C. § 507(a)(6) <input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child – 11 U.S.C. § 507(a)(7) <input type="checkbox"/> Taxes or penalties owed to governmental units – 11 U.S.C. § 507(a)(8) <input type="checkbox"/> Other – Specify applicable paragraph of 11 U.S.C. § 507(a) (_____) <small>*Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment. \$10,000 and 180-day limits apply to cases filed on or after 4/20/05. Pub. L. 109-8.</small>	
6. Unsecured Nonpriority Claim \$ <u>(see addendum)</u> <input checked="" type="checkbox"/> Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or if c) none or only part of your claim is entitled to priority.		
8. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. 9. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary. 10. Date-Stamped Copy: To receive an acknowledgement of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.		<small>THIS SPACE IS FOR COURT USE ONLY</small> 
Date: July 27, 2006	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any):  Philip Mowery, Esq., as attorney and agent for David Wohleen	
<small>Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.</small>		

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----x)
In re:) **Chapter 11**
)
DELPHI CORPORATION, et al.,) **Case No. 05-44481 (RDD)**
)
Debtor.) **(Jointly Administered)**
)
-----x)

Addendum to Proof of Claim of David Wohleen

David Wohleen ("Claimant") hereby asserts his claim against Delphi Corporation ("Debtor"), for the obligations of Debtor to Claimant under various Debtor sponsored executive deferred compensation and benefit programs.

SERP

Claimant's estimated monthly benefit under Debtor's Supplemental Executive Retirement Plan ("SERP") taking into account the terms and conditions of the most recent Executive Retirement Incentive Program on a life annuity basis commencing at age 62 (on or about April 1, 2012) is \$30,881.62. Claimant's estimated total SERP claim is calculated as follows:

Present value of the benefit using Internal Revenue Code Section 417 interest and mortality factors is approximately \$3,553,366.00. The actuarial conversion factors used to calculate the present value of this benefit are: interest 4.73% (30 year weighted average Treasury rates for November 2005) and mortality (1994 Group Annuity Reserving Table). Claimant's investigation continues.

Stock Options

Claimant's outstanding options were granted at various dates and at various stock prices between February 1997 and May 2004 and are listed on Exhibit A. The estimated value of these options is presently unknown. Claimant's investigation continues.

Restricted Stock Units

Claimant was granted restricted stock units at various times between January 2002 and March 2005 and are listed on Exhibit B. The estimated value based on the grant date value of each grant is as follows:

Grant Date	Price	Unvested RSU's	Estimated Value
January 2, 2002	\$10.21	30,771	\$314,171.91
April 24, 2003	\$8.32	31,485	\$281,955.20
May 7, 2004	\$9.99	63,463	\$63,995.37
March 1, 2005	\$6.89	61,929	\$426,690.81

The total estimated value of Claimant's claim relating to unvested RSU's is \$1,636,813.29. Claimant's investigation continues.

Benefit Equalization Plan

The value of Claimant's account under Debtor's Benefit Equalization Plan is \$4,706. Claimant's investigation continues.

Benefit Coverage

The estimated value of coverage under the retiree Supplemental Life Insurance Plan, retiree PULI and continued protection under the Executive Change in Control Agreement is presently unknown. Claimant's investigation continues.

Claimant reserves the right to amend, update and/or supplement this Proof of Claim at any time and in any respect and to assert any and all other claims of whatever kind or nature that he has, or he may have, against Debtor. The filing of this Proof of Claim shall not be deemed (i) a waiver or release of any claims or rights of Claimant against any other person or entity, (ii) a consent by Claimant to the jurisdiction of the Bankruptcy Court with respect to the subject matter of this Proof of Claim, any objection hereto, or any other proceeding commenced in this case against or otherwise involving Claimant, (iii) a waiver of the right to move to withdraw the reference, or otherwise to challenge the jurisdiction of the Bankruptcy Court with respect to the subject matter of this Proof of Claim, any objection hereto, or any other proceeding commenced in this case against or otherwise involving Claimant or to assert that the reference has already been withdrawn with respect to the subject matter of this Proof of Claim, any objection hereto, or any other proceeding commenced in this case against or otherwise involving Claimant, (iv) an election of remedy, or (v) a waiver of any past, present or future defaults or events of default under the Invoices or other operative agreements. Further, nothing contained herein shall be deemed or construed as a waiver of any administrative expense claims that Claimant has or may have against Debtor and Claimant retains the right to assert that any portions of the aforesaid claims are entitled to administrative expense priority. This Proof of Claim is filed without prejudice to the filing by Claimant or any other applicable party of additional proofs of claim with respect to any other liability or indebtedness.



▪ Your Account ▪ Calculators ▪ Exercise ▪ Customer Service ▪ Home

Stock Option

View Your Options Account

DAVID WOHPLEEN

Grant Listing	Transaction History	Order Summary	Tax Summary	Account Information	Your Portfolio
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View Account: Sort by:

<u>Grant Date</u> (mm/dd/yyyy)	<u>Grant Type</u>	<u>Granted</u>	<u>Grant Price</u>	<u>Grants Outstanding</u>	<u>Grants Exercisable</u>	<u>Expiration Date</u> (mm/dd/yyyy)	
01/10/1994	ISO	7,631	\$13.0800	0	0	01/09/2004	Details
01/09/1995	ISO	10,447	\$9.5800	0	0	01/08/2005	Details
02/05/1996	NQ	13,052	\$11.5700	0	0	02/06/2006	Details
02/05/1996	ISO	8,638	\$11.5700	0	0	02/04/2006	Details
02/03/1997	ISO	7,738	\$12.9100	7,738	7,738	02/02/2007	Details
02/03/1997	NQ	21,638	\$12.9100	21,638	21,638	02/04/2007	Details
01/12/1998	ISO	7,434	\$13.4500	7,434	7,434	01/11/2008	Details
01/12/1998	NQ	28,807	\$13.4500	28,807	28,807	01/13/2008	Details
02/05/1999	ISO	5,359	\$18.6600	5,359	5,359	02/04/2009	Details
02/05/1999	NQ	116,443	\$18.6600	116,443	116,443	02/06/2009	Details
01/07/2000	NQ	140,067	\$17.1300	140,067	140,067	01/08/2010	Details
01/07/2000	ISO	11,194	\$17.1300	11,194	11,194	01/06/2010	Details
01/02/2001	ISO	8,417	\$11.8800	8,417	8,417	01/01/2011	Details
01/02/2001	NQ	160,502	\$11.8800	160,502	160,502	01/03/2011	Details
01/02/2001	NQ	110,000	\$11.8800	110,000	110,000	01/03/2011	Details
01/02/2002	NQ	144,118	\$13.6000	144,118	144,118	01/03/2012	Details
01/02/2002	ISO	7,353	\$13.6000	7,353	7,353	01/01/2012	Details
04/24/2003	ISO	11,862	\$8.4300	11,862	0	04/23/2013	Details
04/24/2003	NQ	283,138	\$8.4300	283,138	196,666	04/25/2013	Details
05/07/2004	NQ	262,017	\$10.0200	262,017	90,663	05/08/2014	Details
05/07/2004	ISO	9,983	\$10.0200	9,983	3	05/06/2014	Details
Total		1,375,838		1,336,070	1,056,402		

EXHIBIT

A

RSU Summary
 for Dave Wohleen

Year	Grant Date:	Vesting Dates:	Vesting Percentage	Vesting Price	Units
2002	1/2/2002	Original Grant			55,147
		1/3/2003	25%	\$8.32	14,090
		1/4/2005	25%	\$8.93	15,006
		Lessor of trmt / 15 yrs:	50%		
		Balance as of 3/27/2006:			30,771
2003	4/24/2003	Original Grant			44,250
		4/24/2004	33.33%	\$10.64	15,180
		4/24/2006	33.33%		
		4/24/2008	33.33%		
		Balance as of 3/27/2006:			31,485
2004	5/7/2004	Original Grant			61,200
		05/07/07	33.33%		
		05/07/08	33.33%		
		05/07/09	33.33%		
		Balance as of 3/27/2006:			63,463
2005	03/01/05	Original Grant			61,200
		03/01/08	33.33%		
		03/01/09	33.33%		
		03/01/10	33.33%		
		Balance as of 3/27/2006:			61,929

* All RSU grants accrue dividends

